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Potential per are not requi.



illection of information contained in this form splays a currently valid OMB control number.

SEC 1972 (5-05)

ATTENTION

Failure to file 1 05066748 states will not result in a loss of the federal exemption. Conversely, failure to the the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number: Expires:	3235-0076 April 30, 2008						
Estimated average burden hours per response1							

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

	UNIFURIN LIM	ILED OFFERING	EXEMPTIO	N	1 1
				<u> </u>	
Name of Offering (check if this is an amend	ment and name has	changed, and indicate	change.)		
Stockbridge Real Estate Fund II –T, LP					
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505		Section 4(6)	ULOE
Type of Filing: New Filing	Amendment				**************************************
	A. BA	SIC IDENTIFICATION	I DATA	and the state of t	
 Enter the information requested about the is 					
Name of Issuer (☐ check if this is an ame Stockbridge Real Estate Fund II –T, LP	ndment and name ha	as changed, and indic	ate change.)		
Address of Executive Offices	(Number and Stree	et, City, State, Zip Coo	de)	Telephone Number (Include	ding Area Code)
1200 Park Place, Suite 20, San Mateo, CA 94403				650-542-1200	
Address of Principal Business Operations	(Number and Stree	et, City, State, Zip Cod	de)	Telephone Number (Include	ding Area Code)
(if different from Executive Offices)					
Brief Description of Business				PROCE	SSED
Private limited partnership investing primarily in	real-estate, equity,	and equity-related sec	curities.	5 6 6 6 6 5 EV	9959
				OCT 172	2005
				THERMA	
		<u></u>		THOMSC FINANCI	
Type of Business Organization				_	res
☐ corporation		hip, already formed		other (please specify):	
☐ business trust	☐ limited partners	hip, to be formed			
		Month	Year		
Actual or Estimated Date of Incorporation or O	rganization:	0 6	0 5	⊠ Actual	☐ Estimated
·	-	الللا			
Jurisdiction of Incorporation or Organization:	1	.S. Postal Service abb		te: D E	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) Stockbridge Real Estate Partners II, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Park Place, Suite 20, San Mateo, CA 94403 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Fancher, Terrence E. Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Park Place, Suite 20, San Mateo, CA 94403 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Cox, Kevin D. Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Park Place, Suite 20, San Mateo, CA 94403 Check Box(es) that Apply: Promoter ☐ Beneficial Owner Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Drake, Darren Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Park Place, Suite 20, San Mateo, CA 94403 Check Box(es) that Apply: ☐ Beneficial Owner □ Director □ Promoter General and/or Managing Partner Full Name (Last name first, if individual) Gardner, Kristin H. Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Park Place, Suite 20, San Mateo, CA 94403 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Kiley, Charlene A. Business or Residence Address (Number and Street, City, State, Zip Code) 1200 Park Place, Suite 20, San Mateo, CA 94403 Check Box(es) that Apply: ☐ Promoter ⊠ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Rice, Joseph L. Business or Residence Address (Number and Street, City, State, Zip Code) c/o Clayton, Dubilier & Rice, Inc. 375 Park Avenue- 18th Floor New York, NY 10152 □ Executive Officer ☐ Beneficial Owner □ Director ☐ General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

7.13					B. INFORMA	ATION ABOU	JT OFFERIN	1G	6 48 9			
1.	Has the issuer s	old or does t	he issuer inte	and to sell t	o non-accred	tited investo	re in this offe	ring?			Yes	No ⊠
	ilas tilo issuel s	ola, or accs t	ne issuer inte	•				•		***************************************	u	
2. \	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?										\$300	,000
	Does the offering permit joint ownership of a single unit?											No
			· ·	-						•	\boxtimes	
(1	Enter the inform or similar remur listed is an assoname of the brolumay set forth the	eration for se ociated perso ker or dealer.	olicitation of n or agent o If more than	purchasers of a broker of five (5) per	in connection or dealer reg sons to be lis	n with sales istered with	of securitie the SEC an	s in the offe d/or with a s	ring. If a pe state or state	rson to be es, list the		
	lame (Last name n, Charlie	e first, if indivi	dual)									
	ess or Residencest Putnam Ave	-		•	State, Zip Co	ode)						
	e of Associated I Il Marsh & Co.	Broker or Dea	ler									
	s in Which Perso										57.446	
-	heck "All States			•								
[AL [IL		[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	(CT) [ME]	[DE] [MD]	[DC] [MA]	(FL) [MI]	[GA] [MN]	(HI) [MS]	[ID] [MO]
[MT		[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[Ri] [SC]	[SD]	[TN]	[TX]	[UT]	[עז]	[VA]	[WA]	[M\]	[[[[WY]	[PR]
	lame (Last name rson, Kirk	e first, if indivi	dual)									
	ess or Residenc Coast Capital	e Address (N	lumber and \$	Street, City,	State, Zip Co	ode)		-	- -			
Name	of Associated E	Broker or Dea	ler									
	s in Which Person							,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			☑ All State	s
[AL	.] [AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT [RI		[NV] [SD]	[HN] [TN]	[XT]	[NM] [UT]	[VT]	[NC] [VA]	[ND] [WA]	[WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	lame (Last name	e first, if indivi	dual)	<u></u>	· · · · · · · · · · · · · · · · · · ·							
	ess or Residenc	· ·	lumber and S	Street, City,	State, Zip Co	ode)						
	of Associated E		ler									
	ton Investment A											
	s in Which Person										☑ All State	s
[AL	.] [AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
(IL)		[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT [R1]		[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[VT] [VT]	[NC] [VA]	[ND] [WA]	[WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Į VI	, [00]	[30]	[.,4]	[1.7]	[01]	[4 , 1	[+0]	[440]	[4]	[-41]	[** ,]	0.13

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name first, if individual)

Farrell, William L.

Business or Residence Address (Number and Street, City, State, Zip Code)

41 West Putnam Avenue, Greenwich, CT 06830

Name of Associated Broker or Dealer

Farrell Marsh & Co.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[TU]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS.

	offering, check this box \(\square\) and indicate in the columns below the amounts of the securities		
	offered for exchange and already exchanged. Type of Security	Aggregate Offering Price	Amount Already Sold
		\$0	\$0
	Debt		\$0
	Equity	\$0	20
	☐ Common ☐ Preferred	* 0	00
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests.	\$4,000,000	\$4,000,000
	Other (Specify).	\$0	\$0
	Total	\$4,000,000	\$4,000,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Holle of Zero.	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	2	\$4,000,000
	Non-accredited Investors	0	
	Total (for filings under Rule 504 only)		\$
	•		
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12)		
١.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in	Type of Security	Dollar Amount Sold
•	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Security	
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Security	Sold
•	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Security	Sold \$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Security	\$ Sold \$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 Regulation A Rule 504	Security	\$ Sold \$ \$ \$ \$ \$ \$ \$ \$ \$
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the	Security	\$ Sold \$ \$ \$ \$ \$ \$ \$ \$ \$
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Security	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	Security	\$ Sold \$ \$ \$ \$ \$ \$ \$ \$ \$
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.	Security	\$ Sold \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Security	\$0 \$0 \$250,000
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	Security	\$0 \$0 \$250,000 \$0
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering Rule 505	Security	\$0 \$0 \$250,000 \$0

5 of 6

19	C. OFFERING FRI	CE, NUMBER OF INVESTORS, EXPENSES	AND	USE OF PROCEEDS		
	 b. Enter the difference between the aggregation - Question 1 and total expenses in response the "adjusted gross proceeds to the issuer." 	ate offering price given in response to Part C to Part C – Question 4.a. This difference is			\$	3,690,000
5.	Indicate below the amount of the adjusted groto be used for each of the purposes shown, furnish an estimate and check the box to the lested must equal the adjusted gross proceeds—Question 4.b above.	If the amount for any purpose is not known, of the estimate. The total of the payments				
				Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installatio	n of machinery and equipment		\$		\$
	Construction or leasing of plant buildings	and facilities		\$		\$
		the value of securities involved in this the assets or securities of another issuer		\$		\$
	,			\$		\$
	' '		_	\$		\$
	·	ate, equity and equity-related securities		\$	⊠	\$3,690,000
		70 //		\$		\$
	Column Totals			\$	\boxtimes	\$3,690,000
	Total Payments Listed (column totals add		X \$3,6	90,0	000	
G A		D. FEDERAL SIGNATURE		ika alimateseka si manandi B		
cons	issuer has duly caused this notice to be signed titutes an undertaking by the issuer to furnish to shed by the issuer to any non-accredited invest	the U.S. Securities and Exchange Commissi	f this r on, up	notice is filed under Rule on written request of its	505, ti staff, ti	ne following signature he information
ssu	er (Print or Type)	Signature		Date		
Stoc	kbridge Real Estate Fund II –T, LP		September 30, 2005			
Van	e of Signer (Print or Type)	Title of Signer (Print or Type)				
Terr	ence E. Fancher	Managing Member of Stockbridge Real Esta	ite Par	tners II, LLC, General P	artner	of the Issuer
		······································			-	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)